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FORM D

Notice of Exempt Offering of Securities

SEC Mail Processing Section

U.S. Securities and Exchange Commission

Washington, DC 20549

OMB APPROVAL

OMB Number: 3235-0076

Expires: September 30, 2008

Estimated average burden hours per response: 4.00

OCT 09 2008

(See instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

Item 1. Issuer's Identity

Name of Issuer

Molecular Biometrics, Inc.

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization (Select one)

- Over Five Years Ago
- Within Last Five Years (specify year) 2008
- Yet to Be Formed

Previous Name(s)

None

See Item 10

Entity Type (Select one)

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other (Specify)

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1

123 York Street, Suite 4K

City

New Haven

State/Province/Country

CT

Street Address 2

ZIP/Postal Code

06511

Phone No.

(610) 937-0109

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Item 3. Related Persons

Last Name

Posillico

First Name

James

Middle Name

Street Address 1

123 York Street, Suite 4K

City

New Haven

State/Province/Country

CT

Street Address 2

ZIP/Postal Code

06511



Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary)

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture
- Business Services
- Construction
- Banking and Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
- Energy
 - Electric Utilities
 - Energy Conservation
 - Coal Mining
 - Environmental Services
 - Oil & Gas
 - Other Energy
- REITS & Finance
- Residential
- Other Real Estate
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Manufacturing
- Real Estate
 - Commercial
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund
- Private Equity Fund
- Venture Capital Fund
- Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No

Other Banking & Financial Services

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(6) | |
| | <input type="checkbox"/> Section 3(c)(7) | |

Item 7. Type of Filing

- New Notice OR Amendment

Date of First Sale in this Offering: OR First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? Yes No

Item 9. Type(s) of Securities Offered (Select all that apply)

- | | |
|---|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe) |
-

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

See attached continuation sheet.

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 5,000

Item 12. Sales Compensation N/A

Recipient (Associated) Broker or Dealer Recipient CRD Number (Associated) Broker or Dealer CRD Number Street Address 1 Street Address 2 City State/Province/Country ZIP/Postal Code

States of Solicitation All States AL AK AZ AR CA CO CT DE DC FL GA HI ID IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY PR

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s))

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 20,584,359 OR Indefinite (b) Total Amount Sold \$ 3,523,615 (c) Total Remaining to be Sold \$ 17,060,744 OR Indefinite

Clarification of Response (if Necessary) See attached continuation sheet.

Item 14. Investors N/A

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering:

Item 15. Sales Commissions and Finders' Fees Expenses N/A

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ Estimate

Finders' Fees \$ Estimate

Clarification of Response (if Necessary)

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 730,000

 Estimate

Clarification of Response (if Necessary)

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Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Molecular Biometrics, Inc.

Name of Signer

James T. Posillico

Signature



Title

Chief Executive Officer and President

Number of continuation pages attached:

4

Date

10/08/08

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Goldstein, First Name: Bruce, Middle Name: []
Street Address 1: 123 York Street, Suite 4K, Street Address 2: []
City: New Haven, State/Province/Country: CT, ZIP/Postal Code: 06511
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Datin, First Name: James, Middle Name: []
Street Address 1: c/o Safeguard, 435 Devon Park Drive, Building 800, Street Address 2: []
City: Wayne, State/Province/Country: PA, ZIP/Postal Code: 19087
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Kurtzman, First Name: Gary, Middle Name: []
Street Address 1: c/o Safeguard, 435 Devon Park Drive, Building 800, Street Address 2: []
City: Wayne, State/Province/Country: PA, ZIP/Postal Code: 19087
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Lytton, First Name: Michael, Middle Name: []
Street Address 1: c/o Oxford Bioscience Partners, 222 Berkeley Street, Suite 1650, Street Address 2: []
City: Boston, State/Province/Country: MA, ZIP/Postal Code: 02116
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Erickson First Name: Edward Middle Name: []
Street Address 1: 6887 Tohickon Hill Road Street Address 2: []
City: Pipersville State/Province/Country: PA ZIP/Postal Code: 18947
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Sohmer First Name: Paul Middle Name: []
Street Address 1: 123 York Street, Suite 4k Street Address 2: []
City: New Haven State/Province/Country: CT ZIP/Postal Code: 06511
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: [] First Name: [] Middle Name: []
Street Address 1: [] Street Address 2: []
City: [] State/Province/Country: [] ZIP/Postal Code: []
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: [] First Name: [] Middle Name: []
Street Address 1: [] Street Address 2: []
City: [] State/Province/Country: [] ZIP/Postal Code: []
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

(Copy and use additional copies of this page as necessary.)

U.S. Securities and Exchange Commission

Washington, DC 20549

Item 10 Continuation Page

Item 10. Business Combination Transaction (Continued)

Molecular Biometrics, Inc. (the "Company") was converted from Molecular Biometrics, LLC, a Delaware limited liability company (the "LLC"), on September 25, 2008. No additional consideration was received by the Company as a result of the conversion. As part of the conversion, the units of membership interest in the LLC were converted into shares of Common Stock of the Company, and rights to subscribe for membership interests in the LLC were converted into rights to subscribe for the capital stock of the Company. Included in these subscription rights were: (1) warrants and (2) convertible promissory notes. As part of the conversion, warrants to purchase units of membership interest originally issued by the LLC were converted into warrants to purchase shares of Common Stock of the Company. These warrants represent rights to purchase shares of Common Stock of the Company at an aggregate exercise price of \$1,302,900.60. As described in Item 13, the convertible promissory notes were converted into shares of the Series A Preferred Stock of the Company. Finally, the Company issued shares of its Common Stock to certain of its employees and consultants in consideration for services rendered to the Company.

FORM D

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Item 13 Continuation Page

Item 13. Offering and Sales Amounts (Continued)

In addition to the offerings described in the continuation page to Item 10, on September 25, 2008, the Company offered shares of its Series A Preferred Stock representing an aggregate amount of approximately \$18,000,000 to certain accredited investors, of which \$2,879,275 was sold. The Company also issued warrants representing rights to purchase shares of Common Stock of the Company at an aggregate exercise price of \$637,119 to these investors. In addition, the Company issued shares of its Series A Preferred Stock representing, in the aggregate, an amount of \$644,340 to certain of its stockholders upon the conversion of the principal amount and accrued interest under certain convertible promissory notes held by such stockholders.

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END